

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:

MEADOWCRAFT, INC.,

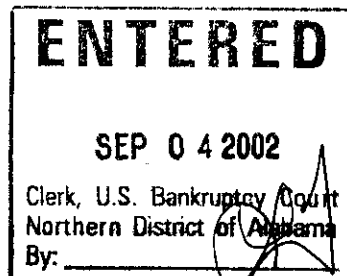
Debtor.

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**Case No. 02-06910-TOM-11
Chapter 11 Proceeding**

**ORDER AUTHORIZING THE DEBTOR TO PAY
CERTAIN PRE-PETITION SALES COMMISSIONS**

This matter coming before the Court upon the motion (the "Motion") of Meadowcraft, Inc., debtor and debtor-in-possession in the above-referenced case (the "Debtor") for an Order: authorizing, but not requiring, the Debtor to pay pre-petition sales commissions and authorizing and directing applicable banks and other financial institutions to receive, process, honor and pay all checks presented for payment and to honor all funds transfer requests made by the Debtor relating to the foregoing; the Court having reviewed the Motion, the Court finding that (a) the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§157 and 1334; (b) consideration of the Motion and the relief requested therein is a core proceeding pursuant to 28 U.S.C. §157(b); (c) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (d) notice of the Motion has been served by facsimile and overnight mail upon: (i) the 20 largest unsecured creditors; (ii) Bank of America; (iii) counsel for Bank of America; (iv) Cardinal Investment Fund, LLC ("Cardinal"); (v) counsel for Cardinal; (vi) LaSalle Business Credit, Inc. ("LaSalle"); (vii) counsel for LaSalle; (viii) Congress Financial Corporation ("Congress"); (ix) counsel for Congress; (x) the Bankruptcy Administrator; and (xi) all parties requesting notice; and (e) after due deliberation and sufficient cause having been




shown, the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

THE COURT HEREBY ORDERS, ADJUDGES, AND DECREES:

1. The Motion is granted.
2. The Debtor is authorized, but not required, in accordance with its stated policies, to pay pre-petition sales commissions, including without limitation, the amounts of the checks which have been issued pre-petition, which are listed on Exhibit A to the Motion, and amounts becoming due on or about September 20, 2002 for August 2002 sales commissions.
3. To the extent funds are available, Banks and other financial institutions are authorized to receive, process, honor and pay all checks presented for payment and to honor all funds transfer requests made by the Debtor relating to the matters raised in the Motion.
5. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: Sept 4, 2002


United States Bankruptcy Judge